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*Proposed Attorneys for the Debtor*

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

9 In re: ) Case No.: 22-14422-NMC  
10 MUSCLEPHARM CORPORATION, )  
11 Debtor. )  
12 )

**DECLARATION OF GARY SHIRSHAC IN SUPPORT OF  
DEBTOR'S EMERGENCY MOTION FOR ENTRY OF INTERIM  
AND FINAL ORDERS: (I) AUTHORIZING DEBTOR TO OBTAIN  
POST-PETITION FINANCING, (II) GRANTING PRIMING LIENS  
AND ADMINISTRATIVE EXPENSE CLAIMS, (III) AUTHORIZING  
THE DEBTOR'S USE OF CASH COLLATERAL, (IV) MODIFYING  
THE AUTOMATIC STAY, AND (V) GRANTING RELATED RELIEF**

I, GARY SHIRSHAC, hereby declare as follows:

- 18           1. I am over the age of 18 and mentally competent.  
19           2. I am the Chief Financial Officer of MUSCLEPHARM CORPORATION, a Nevada  
20 limited liability company (“**Debtor**” or “**MusclePharm**”). In this capacity, I am familiar with the  
21 Debtor’s daily business, operational, and financial affairs. Except as otherwise indicated, all facts  
22 set forth in this Declaration are based upon my personal knowledge of the Debtor’s operations and  
23 finances, information learned from my review of relevant documents, and information supplied to  
24 me by other members of the Debtor’s management and the Debtor’s business and legal advisors.  
25 If called upon to testify as to the content of this Declaration, I could and would do so.

- 26       3. I make this declaration in support of the Debtor's Emergency Motion for Entry of  
27 Interim and Final Orders: (I) Authorizing Debtor to Obtain Post-Petition Financing, (II) Granting  
28 Priming Liens and Administrative Expense Claims, (III) Authorizing the Debtor's Use of Cash

1 Collateral, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief (the “DIP  
2 **Financing Motion**”) (ECF No. 33).

3       7. The Debtor needs immediate access to financing to preserve its assets during the  
4 pendency of this Chapter 11 Case. I believe the value of the Debtor's assets are preserved and  
5 maximized through the continued operation of the company, not in a sale or cessation of the  
6 business. As such, in the absence of the Debtor obtaining the financing described in the DIP  
7 Financing Motion, the Debtor will be forced to cease operations, and the Debtor's estate would  
8 suffer immediate and irreparable harm.

9        8. I also believe a significant portion of the Debtor's business value is directly tied to  
10 its intellectual property - an intangible asset that will not be maximized from stopping operations.  
11 Accordingly, the Debtor's secured creditors are better protected by the company's continued  
12 operations and approval of the DIP Financing Motion.

*[No Further Text. Signature Page Follows.]*



1 I declare under penalty of perjury of the laws of the United States that these facts are true  
2 to the best of my knowledge and belief.

3 Dated: January 4, 2023.

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5 GARY SHIRSHAC

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